

**'IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS
LUFKIN DIVISION**

IN RE:	§	
SAND HILL FOUNDATION, LLC	§	CASE NO. 10-90209
xx-xxx2704	§	
P.O. Box 1661, Center, TX 75935	§	
	§	
SAND HILL PANOLA SWD #2 LLC	§	CASE NO. 10-90210
xx-xxx0136	§	
P.O. Box 837, Center, TX 75935	§	
	§	
SAND HILL PANOLA SWD #5 LLC	§	CASE NO. 10-90211
xx-xxxx0409	§	
P.O. Box 837, Center, TX 75935	§	
	§	
	§	JOINTLY ADMINISTERED
	§	under 10-90209
	§	
Debtors	§	Chapter 11

**MOTION PURSUANT TO 11 U.S.C. §364(c) FOR AUTHORITY
TO ENTER INTO REVISED INSURANCE PREMIUM FINANCE
AGREEMENT WITH PREMIUM FINANCING SPECIALISTS, INC.**

NO HEARING WILL BE CONDUCTED ON THIS MOTION UNLESS A WRITTEN OBJECTION IS FILED WITH THE CLERK OF THE UNITED STATES BANKRUPTCY COURT AND SERVED UPON THE PARTY FILING THIS PLEADING WITHIN FOURTEEN (14) DAYS FROM THE DATE OF SERVICE UNLESS THE COURT SHORTENS OR EXTENDS THE TIME FOR FILING SUCH OBJECTION. IF NO OBJECTION IS TIMELY SERVED AND FILED, THIS PLEADING SHALL BE DEEMED TO BE UNOPPOSED, AND THE COURT MAY ENTER AN ORDER GRANTING THE RELIEF SOUGHT. IF AN OBJECTION IS FILED AND SERVED IN A TIMELY MANNER, THE COURT WILL THEREAFTER SET A HEARING. THE COURT RESERVES THE RIGHT TO SET A HEARING ON ANY MATTER.

TO THE HONORABLE JUDGE OF SAID COURT:

COMES NOW, SAND HILL FOUNDATION, LLC (“Debtor”) and moves, pursuant to 11 U.S.C. §364(c) and Fed. R. Bankr. P. 4001(c), for authority (a) to enter into a Revised Premium Finance Agreement (the “Agreement”) with Premium Financing Specialists, Inc. (“PFS”), and (b) to grant PFS a first-priority lien and security interest in all unearned or return premiums and dividends which may become payable under the policies identified in the Agreement, and a lien and security interest in loss payments which reduce the unearned premiums subject only to any mortgagee or loss payee interests, and further requests that any deficiency claim of PFS remaining in the event that PFS must proceed against its collateral be afforded administrative expense priority under 11 U.S.C. §364(c)(1). In support of its Motion, Debtor would show as follows.

1. The Debtor commenced this case by the filing of a voluntary petition under Chapter 11 of the Bankruptcy Code, 11 U.S.C. §101 *et seq.* on May 25, 2010. The Debtor continues to operate its business and manages its property as a debtor-in-possession pursuant to 11 U.S.C. §§1107 and 1108.

2. In the ordinary course of its business, the Debtor must maintain various insurance policies. The Debtor, however, unable to pay in the ordinary course of business pursuant to 11 U.S.C. §364(a) the premiums for the insurance policies identified in the Agreement, and has been unable, after reasonable efforts, to obtain unsecured credit for such payment pursuant to 11 U.S.C. §364(b).

3. The Debtor has engaged in discussions with various companies in the business of providing insurance premium financing, and had determined that PFS offers the most advantageous terms for such financing. The Debtor had previously entered into an agreement with PFS which was approved by the Court on or about February 2, 2011. Since then, the

Debtor has reached a better agreement with PFS and now seeks approval of the new agreement.

A copy of the Debtor's proposed Agreement with PFS is attached hereto as Exhibit A.

4. The insurance policies identified in the Agreement are crucial to the operation of the Debtor's business. Thus, the relief sought herein is in the best interest of the estate and its creditors.

5. The Agreement would require the Debtor to make a down payment to PFS in the amount of \$171,728.10, and to make monthly payments in the amount of \$58,268.07 each over a term of seven (7) months. The annual percentage rate is 5.35% and the total amount financed under the Agreement is \$400,698.90.

6. The Agreement grants PFS a lien and security interest in any and all unearned or return premiums and dividends which may become payable under the policies identified in the Agreement. This property is not otherwise subject to a lien. The Debtor requests, an the proposed order submitted herewith (the "Order") provides, that PFS' lien and security interest in such premiums and dividends shall be senior to the rights of the Debtor's estate in this or any subsequent proceeding under the Bankruptcy Code and to the rights of any person claiming a lien or security interest in any assets of the Debtor.

7. The Agreement also assigns to PFS as security any loss payments under the policies which reduce the unearned premiums. The Debtor requests that PFS' lien and security interest in such payments shall be senior to the rights of the Debtor's estate in this or any subsequent proceeding under the Bankruptcy Code, but shall be subject to the interest of any mortgagee or other payees.

8. The Debtor requests, and the order provides, that PFS' liens and security interests shall be deemed duly perfected without further action by PFS.

9. In the event of a default by the Debtor in making the monthly payments under the Agreement, but subject to a 10-day notice and cure period, the Agreement allows PFS to cancel the insurance policies identified in the Agreement and apply to the Debtor's account the unearned or return premiums and dividends and, subject to the rights of mortgagees or other loss payees, any loss payments which reduce the unearned premiums. The Debtor requests that PFS may exercise its right under the Agreement in the event of such default without moving for relief from the automatic stay of 11 U.S.C. §362 and without further order of this Court.

10. The Debtor also requests that any sums that remain due after PFS has exercised its right after default shall be deemed an administrative expense of this estate, entitled to priority over any and all administrative expenses of the kind specified in 11 U.S.C. §503(b) or 507(b), pursuant to 11 U.S.C. §362(c)(1), whether incurred in Debtor's Chapter 11 case or after conversion of the case to a case under Chapter 7 of the Bankruptcy Code.

11. On January 6, 2011, the Debtor served copies of this Motion, the proposed Order and the Agreement, on counsel to the Official Committee of Unsecured Creditors, the Office of the United States Trustee, all parties who have filed appearances and requests for notice in this Chapter 11 case, and all mortgagees and loss payees under the policies identified in the Agreement, all pursuant Fed. R. Bankr. P. §4001(c).

12. PFS is extending financing under the Agreement in good faith within the meaning of 11 U.S.C. §364(e).

WHEREFORE, PREMISES CONSIDERD, the Debtor prays that the Court, after a hearing, enter the Order, and grant such other and further relief as may appear just.

Dated: February 15, 2011.

Respectfully submitted,

OPPEL & GOLDBERG, P.L.L.C.

By: /s/ Jeffrey Wells Oppel

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AND SAND HILL PANOLA SWD #5 LLC

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on this 15th day of February, 2011, true and correct copies of the foregoing instrument were served on all parties on all parties on the attached Mailing Matrix by first class US mail, postage prepaid. Service on known Filing Users will automatically be accomplished through Notice of Electronic Filing as contemplated by this Court's Administrative Procedures for Electronic Filing.

/s/ Jeffrey Wells Oppel
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Label Matrix for local noticing
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Eastern District of Texas
Lufkin
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